

# EXHIBIT B

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF OHIO  
WESTERN DIVISION

WALTER W. THIEMANN, <i>et al.</i> ,	)	Case No. C-1-00-793
	)	
Plaintiffs,	)	(Judge Sandra S. Beckwith)
	)	(Magistrate Judge Timothy S. Hogan)
-v-	)	
	)	
OHSL FINANCIAL CORPORATION,	)	
<i>et al.</i> ,	)	
	)	
Defendants.	)	

MOTION TO DISMISS OF DEFENDANTS OHSL FINANCIAL CORPORATION, OAK  
HILLS SAVINGS & LOAN COMPANY, F.A., PROVIDENT FINANCIAL GROUP, INC.,  
BRINKER, HANAUER, HILLEBRAND, HUCKE, MCKIERNAN, TENOEVER,  
ZOELLNER, HOVERSON, COOK, GROTE, MYERS, PEDOTO, STEGER AND  
CAREY WITH MEMORANDUM IN SUPPORT

Dated: January 30, 2004

Respectfully submitted,

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**MOTION**

Pursuant to Federal Rules of Civil Procedure 9(b) and 12(b)(6), the Private Securities Litigation Reform Act ("PSLRA") of 1995, and the Securities Litigation Uniform Standards Act ("SLUSA") of 1998, Defendants OHSL Financial Corporation ("OHSL"), Oak Hills Savings & Loan Company, F.A. ("Oak Hills"), Norbert G. Brinker ("Brinker"), Kenneth L. Hanauer ("Hanauer"), William R. Hillebrand ("Hillebrand"), Alvin E. Hucke ("Hucke"), Thomas E. McKiernan ("McKiernan"), Joseph J. Tenover ("Tenover"), Howard J. Zoellner ("Zoellner"), Provident Financial Group, Inc. ("Provident"), Robert L. Hoverson ("Hoverson"), Thomas D. Grote, Jr. ("Grote"), Jack M. Cook ("Cook"), Phillip R. Myers ("Myers"), Joseph A. Pedoto ("Pedoto"), Joseph A. Steger ("Steger"), and Christopher J. Carey ("Carey") (collectively herein "Defendants") move the Court for an Order dismissing Plaintiffs' Consolidated and Amended Class Action Complaint (the "CAC") for failure to state a claim and failure to adequately plead securities fraud and scienter. This motion is supported by the attached Memorandum in Support.

Respectfully submitted,

/s/ John B. Pinney

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